

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

The Financial Oversight and Management Board for
Puerto Rico,

as representative of

The Commonwealth of Puerto Rico, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

In re:

The Financial Oversight and Management Board for
Puerto Rico,

as representative of

The Puerto Rico Electric Power Authority,

Debtor.

PROMESA

Title III

No. 17 BK 4780-LTS

**Court Filing Relates Only to
PREPA and Shall Only be Filed
in Case No. 17 BK 4780-LTS and
Main Docket 17 BK 3283-LTS**

**SIXTEENTH SUPPLEMENTAL VERIFIED STATEMENT OF
THE AD HOC GROUP OF PREPA BONDHOLDERS PURSUANT
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rule 2019**”), and the *Order Further Amending Case Management Procedures* (the “**Case Management Order**”) [Case No. 17-3283, Dkt. No. 20190], this supplemental verified statement (the “**Sixteenth Supplemental Statement**”) is submitted by certain holders (the “**Ad Hoc Group of PREPA Bondholders**” or the “**Ad Hoc Group**”) of Power Revenue Bonds and

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“**COFINA**”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“**HTA**”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“**ERS**”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“**PREPA**”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“**PBA**”) (Bankruptcy Case No. 19 BK 5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Power Revenue Refunding Bonds (collectively, the “**Bonds**”) issued by the Puerto Rico Electric Power Authority (“**PREPA**”) under a trust agreement between PREPA and U.S. Bank National Association, as successor trustee, dated January 1, 1974, as amended and supplemented, in connection with the case (“**PREPA Title III Case**”) commenced by the above-captioned debtor on July 2, 2017 under Title III of PROMESA.

In support of the Sixteenth Supplemental Statement, the Ad Hoc Group respectfully states as follows:

1. As of the date of this Sixteenth Supplemental Statement, in this Title III Case, the undersigned represent the Ad Hoc Group (each holder in the Ad Hoc Group, a “**Member**”).

2. On or about June 26 and June 27, 2014, certain funds managed or advised by OppenheimerFunds, Inc. (“**Oppenheimer**”) and Franklin Advisers, Inc. (“**Franklin**”) retained Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) to challenge as unconstitutional the recently passed and soon to be enacted Puerto Rico Debt Enforcement and Recovery Act. Over the course of the next two months, certain holders of Bonds, including Franklin and Oppenheimer, contacted and then engaged Kramer Levin to represent a group of holders in connection with a potential restructuring of the Bonds. From time to time thereafter, certain additional holders of the Bonds have joined the Ad Hoc Group.

3. On August 2, 2017, counsel to the Ad Hoc Group submitted the *Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Bankruptcy Rule 2019* [Case No. 17-4780, Dkt. No. 164]. On November 7, 2017, counsel to the Ad Hoc Group submitted the *First Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 407]. On December 13, 2017, counsel to the Ad Hoc Group submitted the *Second Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 490]. On February 6, 2018, counsel to the Ad Hoc Group

submitted the *Third Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 633]. On August 15, 2018, counsel to the Ad Hoc Group submitted corrected versions of the Verified Statement, the Second Supplemental Verified Statement and the Third Supplemental Verified Statement [Case No. 17-4780, Dkt. Nos. 939, 941 and 940, respectively]. On September 11, 2018, counsel to the Ad Hoc Group submitted the *Fourth Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 959]. On November 29, 2018, counsel to the Ad Hoc Group submitted the *Fifth Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 1037]. On May 10, 2019, counsel to the Ad Hoc Group submitted the *Sixth Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 1237]. On August 23, 2019, counsel to the Ad Hoc Group Submitted the *Seventh Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 1610]. On November 13, 2019, counsel to the Ad Hoc Group submitted the *Eighth Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 1735]. On November 27, 2019, counsel to the Ad Hoc Group submitted the *Ninth Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 1789]. On January 21, 2020, counsel to the Ad Hoc Group submitted the *Tenth Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 1871]. On March 3, 2020, counsel to the Ad Hoc Group submitted the *Eleventh Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 1926]. On July 3, 2020, counsel to the Ad Hoc Group submitted the *Twelfth Supplemental Verified Statement*

of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019 [Case No. 17-4780, Dkt. No. 2043]. On April 30, 2021, counsel to the Ad Hoc Group submitted the *Thirteenth Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 2470]. On February 22, 2022, counsel to the Ad Hoc Group submitted the *Fourteenth Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 2721]. On April 20, 2022, counsel to the Ad Hoc Group submitted the *Fifteenth Supplemental Verified Statement of the Ad Hoc Group of PREPA Bondholders Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Case No. 17-4780, Dkt. No. 2782]. Counsel to the Ad Hoc Group submits this Sixteenth Supplemental Statement to update the disclosable economic interests currently held by Members of the Ad Hoc Group.

4. The Members of the Ad Hoc Group hold, or are the investment advisors or managers of funds or accounts that hold, approximately \$3.9 billion in aggregate principal amount of the uninsured Bonds, including approximately \$369.5 million in aggregate principal amount of Monoline Matured Bonds (as defined in Exhibit A hereto), and approximately \$206 million in aggregate principal amount of the insured Bonds, both as of February 16, 2023.² In accordance with Bankruptcy Rule 2019 and the Case Management Order, the address and nature and amount of all disclosable economic interests for each Member is set forth in Exhibit A. The information contained in Exhibit A is based upon information provided by the Members to Kramer Levin and is subject to change.

5. As of the date of this Sixteenth Supplemental Statement, the undersigned represent only the Ad Hoc Group in connection with the PREPA Title III Case and does not

² Funds managed by GoldenTree Asset Management LP own Syncora Guarantee, Inc. (“Syncora”) which has insured or owns claims relating to approximately \$178 million of PREPA bonds that are not included in the amounts listed in this Sixteenth Supplemental Statement. Syncora’s holdings had been included previously in the Fifteenth Supplemental Statement.

represent or purport to represent any other entities with respect to PREPA's Title III Case. In addition, each Member of the Ad Hoc Group (a) does not assume any fiduciary or other duties to any other creditor or person and (b) does not purport to act, represent or speak on behalf of any other entities in connection with the PREPA Title III case.

6. Nothing contained in this Sixteenth Supplemental Statement (or Exhibit A hereto) is intended to or should be construed to constitute (a) a waiver or release of any claims filed or to be filed against or interests in PREPA held by any Member, its affiliates or any other entity, or (b) an admission with respect to any fact or legal theory. Nothing herein should be construed as a limitation upon, or waiver of, any rights of any Member to assert, file and/or amend any proof of claim in accordance with applicable law and any orders entered in these cases.

7. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

8. The undersigned reserve the right to amend or supplement this Sixteenth Supplemental Statement.

I HEREBY CERTIFY that I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will notify case participants.

RESPECTFULLY SUBMITTED.

In San Juan, Puerto Rico, February 23, 2023.

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Exhibit A

Name of Creditor ¹	Address	Debtor	Nature and Amount of Disclosable Economic Interest ²	
			Bonds ³	
BlackRock Financial Management, Inc. , on behalf of accounts managed or advised by it.	40 East 52 nd Street New York, NY 10022	PREPA (Puerto Rico Electric Power Authority)	2012 SER A	\$61,695,000
			2023 SER A	1,970,000
			2013 SER A	85,900,000
			2016 SER A-1	1,275,072
			2016 SER A-2	6,432,789
			2016 SER A-3	14,040,455
			2016 SER B-3	14,040,454
			2016 SER C-1	38,585,000
			2016 SER C-2	38,590,000
			2016 SER C-3	3,840,000
			2016 SER C-4	3,962,000
			2016 SER D-1	12,917,500
			2016 SER D-2	5,270,280
			2007 SER TT	18,840,000
			2007 REF-SER UU	23,450,000
			2007 REF-LIBOR-SER UU	20,030,000
			2008 SER WW	60,655,000
			2010 SER XX	96,190,000
			2010 REF-SER ZZ	50,125,000
			2010 SER AAA	55,090,000

¹ Each entity listed holds disclosable economic interests, or acts as investment advisor or manager to funds and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Debtors.

² To the best of counsel's knowledge, the information included herein is accurate as of February 16, 2023. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that are subject to pending trades or other transfers that have not settled or otherwise been closed as of February 16, 2023.

In addition to the disclosable economic interests listed below, it should be noted that pursuant to paragraph 12 of the Amended Order and Judgment Confirming the Third Amended Title III Plan of Adjustment of COFINA (the "**COFINA Plan**"), Case No. 17-3284 [ECF No. 561], all COFINA bonds were canceled on February 12, 2019. Members of the Ad Hoc Group may hold new COFINA securities issued under the COFINA Plan.

Name of Creditor ¹	Address	Debtor	Nature and Amount of Disclosable Economic Interest ²	
			Bonds ³	
			2010 SER CCC	22,140,000
			2010 REF-SER DDD	4,705,000
			2016 SER D-4	7,500,000
			2010 BUILD AMERICA BONDS TAXABLE-SE	20,445,000
			2010 SER BBB	13,550,000
			2003 SER NN	2,100,000
			2007 REF SER V V	6,440,000
			2016 SER B-1	1,275,072
			2016 SER B-2	6,432,788
			2016 SER D-3	12,917,500
			Total	<u>\$710,403,910</u>

In addition to the disclosable economic interests listed below, it should be noted that pursuant to paragraph 28 of the Order and Judgment Confirming Modified Eight Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, and the Puerto Rico Public Buildings Authority (the “**Commonwealth Plan**”), Case No. 17-3283 [ECF No. 19813], all GO, ERS, and PBA bonds were canceled on March 15, 2022. Members of the Ad Hoc Group may hold new Commonwealth, ERS, or PBA securities issued under the Commonwealth Plan.

In addition to the disclosable economic interests listed below, it should be noted that pursuant to paragraph 16 of the Order and Judgment Confirming Modified Fifth Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority (the “**HTA Plan**”), Case No. 17-3567 [ECF No. 1415], all HTA bonds were canceled on December 6, 2022. Members of the Ad Hoc Group may hold new HTA securities issued under the HTA Plan.

³ With respect to any Capital Appreciation Bonds (“**CABs**”) held by the members, the amounts disclosed consist of the CABs at their accreted principal amount, calculated as of February 16, 2023, and not the amount due upon maturity.

Name of Creditor ¹	Address	Debtor	Nature and Amount of Disclosable Economic Interest ²	
			Bonds ³	
Franklin Advisers, Inc. , on behalf of accounts managed or advised by it.	One Franklin Parkway, San Mateo, CA 94403	PREPA (Puerto Rico Electric Power Authority)	Power Rev 2007 UU	\$5,000,000 (Insured)
			Power Rev 2007 VV	31,985,000 (Insured)
			Power Rev Series 2008 WW	36,580,000
			Power Rev Series 2010 XX	62,980,000
			Power Rev Series 2012 A	48,925,000
			Power Rev Series 2013 A	151,485,000
			Power Rev Series 2016 A-4	7,101,766
			Power Rev Series 2016 B-4	7,101,765
			Power Rev Series 2016 E-4	2,589,499
			Power Rev Series E-1	7,768,493
			Power Rev Series E-2	7,768,493
			Power Rev Series E-3	2,589,500
			Total	<u>\$371,874,516</u>
GoldenTree Asset Management LP , on behalf of funds and/or accounts managed or advised by it.	300 Park Avenue, 21 st Floor New York, NY 10021	PREPA (Puerto Rico Electric Power Authority)	2005 REF-SER SS	\$52,080,000*
			2002 SER LL	77,905,000*
			2002 REF-SER MM	4,825,000*
			2005 SER RR	22,410,000*
			2003 SER NN	47,725,000*
			2007 REF-SER UU	29,485,000*
			2003 SER NN	10,435,000
			2007 REF-SER UU	26,070,000
			2007 SER TT	61,224,000
			2010 SER CCC	43,975,000
			2016 SER C-3	125,000
			2010 BUILD AMERICA BONDS-TAXABLE-SER EEE-ISSUER SUBSIDY	3,615,000
			2010 REF-SER ZZ	78,890,000

*Indicates holdings of formerly insured Bonds that a Bond insurer acquired all rights to as a result of payments it made under its insurance policies and then sold, assigned, and transferred all of its rights, claims and interests arising from or on account of such Bonds or policy payments to certain Members of the Ad Hoc Group (the “Monoline Matured Bonds”).

Name of Creditor ¹	Address	Debtor	Nature and Amount of Disclosable Economic Interest ²	
			Bonds ³	
			2016 SER A-3	225,000
			2016 SER B-3	225,000
			2008 SER WW	102,340,000
			2010 SER AAA	88,056,000
			2010 SER XX	82,423,600
			2010 REF-SER DDD	12,479,000
			2016 SER C-1	620,000
			2016 SER C-2	620,000
			2013 SER A	116,490,000
			2016 SER E-4	1,456,031
			2016 SER E-3	1,472,317
			2012 SER A	38,434,700
			2016 SER D-4	2,500,000
			2010 BUILD AMERICA BONDS-TAXABLE-SE	3,065,000
			2007 REF-SER V V	3,155,000
			2016 SER E-2	5,576,838
			2016 SER E-1	5,576,840
			2016 SER D-2	6,000,000
			2016 SER A-4	6,644,116
			2016 SER-B4	7,046,493
			2007 REF-LIBOR-SER UU	40,045,000
			2010 SER BBB	9,469,000
			2010 BUILD AMERICA BONDS TAXABLE-SE	12,955,000
			Total	\$1,005,638,935
Invesco Advisers, Inc. , as investment adviser/agent on behalf of certain funds and/or	350 Linden Oaks, Rochester, NY 14625	PREPA (Puerto Rico Electric Power Authority)	2004 REF-SER PP	\$4,525,000 (Insured)
			2007 REF-SER V V	99,665,000 (Insured)
			2005 SER RR	15,800,000 (Insured)
			2005 REF-SER SS	16,955,000 (Insured)
			2007 SER TT-NATL-IBC	225,000 (Insured)
			2007 SER TT-	435,000 (Insured)

Name of Creditor ¹	Address	Debtor	Nature and Amount of Disclosable Economic Interest ²	
			Bonds ³	
accounts advised by it			2003 SER NN	1,240,000 (Insured)
			2007 REF-SER UU	10,305,000 (Insured)
			2005 SER RR-AGC-ICC	255,000 (Insured)
			2010 REF-SER DDD	40,000 (Insured)
			2008 SER WW-AGC-ICC	500,000 (Insured)
			2007 SER TT-AGM-CR	110,000 (Insured)
			2012 SER A	59,765,000
			2013 SER A	63,400,000
			2003 SER NN	360,000
			2016 SER A-4	11,859,000
			2016 SER-B4	14,859,000
			2016 SER E-1	12,631,000
			2016 SER E-2	15,087,000
			2016 SER E-3	5,415,000
			2016 SER E-4	5,931,000
			2007 SER TT	42,460,000
			2007 REF-SER UU	6,740,000
			2007 REF-LIBOR-SER UU	6,300,000
			2007 REF-SER VV	1,575,000
			2008 SER WW	57,100,000
			2010 SER XX	80,804,000
			2010 REF-SER ZZ	42,510,000
			2010 BUILD AMERICA BONDS TAXABLE-SE	1,200,000
			2010 SER AAA	23,345,000
			2010 SER CCC	35,955,000
			2010 REF-SER DDD	27,425,000
			2010 BUILD AMERICA BONDS-TAXABLE-SER	895,000
			EEE-ISSUER SUBSIDY	
			2008 SER WW	1,000,000
			Total	\$666,671,000

Name of Creditor ¹	Address	Debtor	Nature and Amount of Disclosable Economic Interest ²	
			Bonds ³	
Nuveen Asset Management, LLC , as investment adviser on behalf of certain funds/accounts, severally and not jointly.	333 W Wacker Dr. Chicago, IL 60606	PREPA (Puerto Rico Electric Power Authority)	PUERTO RICO ELEC PWR AUTH 16A-4-RSA-1	\$1,000,000
			PUERTO RICO ELEC PWR AUTH REV 03NN	8,400,000
			PUERTO RICO ELEC PWR AUTH REV 05SS	660,000
			PUERTO RICO ELEC PWR AUTH REV 07TT	111,977,000
			PUERTO RICO ELEC PWR AUTH REV 07VV	2,565,000 (Uninsured)
			PUERTO RICO ELEC PWR AUTH REV 07VV	19,590,000 (Insured)
			PUERTO RICO ELEC PWR AUTH REV 08WW	85,835,000
			PUERTO RICO ELEC PWR AUTH REV 10AAA	110,765,000
			PUERTO RICO ELEC PWR AUTH REV 10CCC	78,746,000
			PUERTO RICO ELEC PWR AUTH REV 10DDD	8,565,000
			PUERTO RICO ELEC PWR AUTH REV 10EEE	134,665,000
			PUERTO RICO ELEC PWR AUTH REV 10XX	120,850,000
			PUERTO RICO ELEC PWR AUTH REV 10YY BAB	133,100,000
			PUERTO RICO ELEC PWR AUTH REV 10ZZ	92,964,000
			PUERTO RICO ELEC PWR AUTH REV 12A	128,973,000
			PUERTO RICO ELEC PWR AUTH REV 13A	82,228,000
			PUERTO RICO ELEC PWR AUTH REV 16C-4	2,000,000
			Total	<u>\$1,122,883,000</u>
Taconic Capital Advisors L.P. , as investment adviser on behalf of certain funds/accounts, severally and not jointly.	280 Park Avenue, 5 th Floor, New York, NY 10017	PREPA (Puerto Rico Electric Power Authority)	2010 REF-SER ZZ	\$10,405,000
			2013 SER A	3,100,000
			2016 SER A-4	3,293,263
			2016 SER D-2	5,000,000
			2016 SER D-4	7,270,280
			2010 SER AAA	250,000
			2010 SER CCC	840,000
			2007 SER TT	9,090,000
			2010 REF-SER DDD	3,240,000
			2010 BUILD AMERICA BONDS-TAXABLE-SE	2,720,000
			2010 BUILD AMERICA BONDS-TAXABLE-SER EEE-ISSUER SUBSIDY	400,000

Name of Creditor ¹	Address	Debtor	Nature and Amount of Disclosable Economic Interest ²	
			Bonds ³	
			2008 SER WW	770,000
			2012 SER A	1,400,000
			2010 SER BBB	2,610,000
			2005 REF-SER SS	37,055,000*
			2007 REF-SER UU	17,995,000*
			2002 REF-SER MM	5,160,000*
			Total	<u>\$110,598,543</u>
Whitebox Advisors LLC , as investment adviser on behalf of certain funds/accounts, severally and not jointly.	3033 Excelsior Blvd, Suite 500, Minneapolis, MN 55416	PREPA (Puerto Rico Electric Power Authority)	2016 SER D-2-RSA-1	\$3,000,000
			2007 SER TT-RSA-1	1,660,000
			2008 SER WW-RSA-1	12,125,000
			2010 SER XX-RSA-1	2,455,000
			2010 BABS-SER EEE-RSA-1	13,970,000
			2007 REF-SER UU-RSA-1	3,370,000
			2007 REF-LIBOR-SER UU-RSA-1	8,200,000
			2007 REF-SER UU	15,000,000*
			2005 REF-SER SS	37,805,000*
			2002 REF-SER MM	22,055,000*
			Total	<u>\$119,640,000</u>